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Division of Corporations

STEARNS WEAVER MILLER

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FLORIDA PROFIT/NON PROFIT CORPORATION
TEDxMIA, INC.

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**ARTICLES OF INCORPORATION
OF
TEDxMIA, INC.**

Pursuant to the provisions of Section 617.0202 of the Florida Not For Profit Corporation Act, the undersigned does hereby execute and submit for filing with the Florida Department of State these Articles of Incorporation as follows:

ARTICLE I - NAME

The name of the corporation is TEDxMIA, INC. (the "Corporation").

ARTICLE II - ADDRESS

The principal office and mailing address of the Corporation is 2950 SW 27th Avenue, Suite 200, Miami, Florida 33133.

ARTICLE III - PURPOSE

The Corporation is organized and shall be operated exclusively for the following charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law):

(a) To promote educational and professional development to various local industries.

(b) To carry on any other charitable or educational activity within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States internal revenue law) which is consistent with the provisions of these Articles and which may be lawfully carried on by a corporation organized under the Florida Not For Profit Corporation Act, including without limitation, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States internal revenue law).

ARTICLE IV - DURATION

The period of the Corporation's duration is perpetual.

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ARTICLE V – MEMBERS

The Corporation will not have members.

ARTICLE VI – DIRECTORS

Management of the affairs of the Corporation is to be vested in its Board of Directors. The Corporation's directors shall be elected or appointed as set forth in the Corporation's bylaws.

ARTICLE VII – REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Corporation is 2950 SW 27th Avenue, Suite 200, Miami, Florida 33133, and the name of the registered agent of the Corporation at such address is Matthew S. Greer.

ARTICLE VIII – LIMITATIONS

In administering its programs and activities and conducting its business, the Corporation shall be subject to the following limitations:

(a) In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States internal revenue law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such exempt purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal

Revenue Code of 1986 (or corresponding provision of any future United States internal revenue law), or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States internal revenue law).

(c) In any taxable year of the Corporation in which the Corporation is a "private foundation" as defined in Section 509 of the Internal Revenue Code of 1986, or corresponding provisions of any future United States internal revenue law, the Corporation:

(1) will distribute for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any future United States internal revenue law.

(2) will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States internal law.

(3) will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States internal revenue law.

(4) will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any future United States internal revenue law.

(5) will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States internal revenue law.

ARTICLE IX - NON-DISCRIMINATION

In administering its programs and activities, the Corporation shall not discriminate on the basis of race, color, religious belief, national origin, ancestry, sex, or sexual orientation.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator are as follows:

Name**Address**

Matthew S. Greer

2950 SW 27th Avenue, Suite 200
Miami, FL 33133

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of this _____ day of _____, 2010



Matthew S. Greer, Incorporator

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for TEDxMIA, INC. at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 617, Florida Statutes.

Dated: OCT 4, 2010

Matthew S. Greer, Registered Agent

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